

Objection Deadline: May __, 2019 at 4:00 p.m. (AST)
Hearing Date and Time: TBD by Court, if necessary

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹
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**NOTICE OF URGENT MOTION OF THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD OF PUERTO RICO TO ENFORCE ORDER UNDER
BANKRUPTCY RULES 1007(i) AND 2004 AUTHORIZING DISCOVERY AND
COMPELLING DISCLOSURE OF LISTS OF SECURITY HOLDERS**

PLEASE TAKE NOTICE that the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), acting by and through its Special Claims Committee (the “Special Claims Committee”), pursuant to section 105(a) of the Bankruptcy Code and Rules 1007(i) and 2004 of the Federal Rules of Bankruptcy Procedure, made applicable to the above-captioned cases by sections 301 and 310 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), is filing the annexed *Urgent Motion of the Financial Oversight and Management Board of Puerto Rico to Enforce Order Under Bankruptcy Rules*

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The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567- LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780- LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders (the “Urgent Motion”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Urgent Motion must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the *Eighth Amended Notice, Case Management and Administrative Procedures* [ECF No. 4866-1] (the “Case Management Procedures”), and must be filed with the Court (a) by registered users of the Court’s case filing system, electronically in accordance with rule 5 of the Local Rules for the District of Puerto Rico, and (b) by all other parties in interest, on a CDROM, in text-searchable portable document format (PDF), and served on (i) counsel for the Oversight Board, Brown Rudnick LLP, Seven Times Square, New York, NY 10036 (Attn: Edward S. Weisfelner, Esq.) and Brown Rudnick LLP, 601 Thirteenth Street, NW, Washington, D.C. 20005 (Attn: Stephen A. Best, Esq.) and Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Sunni P. Beville, Esq.) and Estrella, LLC, P.O. Box 9023596, San Juan, PR 00902-3596 (Attn: Alberto Estrella, Esq. and Kenneth C. Suria, Esq.); (ii) Proskauer Rose LLP, Eleven Times Square, New York, New York 10036-8299 (Attn: Martin J. Bienenstock, Esq. and Brian S. Rosen, Esq.), and A&S Legal Studio, PSC, 434 Avenida Hostos, San Juan, PR 00918 (Attn: Luis F. del Valle-Emmanuelli, Esq.); (iii) counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O’Melveny & Myers LLP, 7 Times Square, New York, New York 10036 (Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., and Peter Friedman, Esq.) and Marini Pietrantonio Muñoz LLC, MCS Plaza, Suite 500, 255 Ponce de León Ave., San Juan, PR 00917 (Attn: Luis C. Marini-Biaggi, Esq.); and (iv) the Office of the United States Trustee for Region 21, Edificio Ochoa, 500

Tanca Street, Suite 301, San Juan, PR 009011922, so as to be received no later than **May []**, **2019 at 4:00 p.m. (Atlantic Standard Time)**.

PLEASE TAKE FURTHER NOTICE that, if necessary, a hearing will be held before the Honorable Judith Gail Dein, United States Magistrate Judge, at a time and place to be determined by the Court, to consider the relief sought by the Debtors in the Urgent Motion.

PLEASE TAKE FURTHER NOTICE that the relief requested in the Urgent Motion may be granted without a hearing if no objection is timely filed, served, and received in accordance with the Case Management Procedures.

PLEASE TAKE FURTHER NOTICE that copies of the Urgent Motion and all documents filed in these Title III cases are available (a) free of charge by visiting <https://cases.primeclerk.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court's website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

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Dated: May 7, 2019

/s/ Edward S. Weisfelner

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Board, acting through the Special Claims Committee*

Objection Deadline: May __, 2019 at 4:00 p.m. (AST)
Hearing Date and Time: TBD by Court, if necessary

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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	:
In re:	:
	:
THE FINANCIAL OVERSIGHT AND	: PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	: Title III
	:
as representative of	: Case No. 17-BK-3283 (LTS)
	:
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> ,	: (Jointly Administered)
	:
Debtors. ¹	:
-----	X

**URGENT MOTION OF THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD OF PUERTO RICO TO ENFORCE ORDER UNDER
BANKRUPTCY RULES 1007(i) AND 2004 AUTHORIZING DISCOVERY AND
COMPELLING DISCLOSURE OF LISTS OF SECURITY HOLDERS**

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States Magistrate Judge Judith G. Dein:

Pursuant to section 105(a) of the Bankruptcy Code and Rules 1007(i) and 2004 of the Federal Rules of Bankruptcy Procedure, made applicable to the above-captioned cases by sections 301 and 310 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”),² the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), acting by and through its Special Claims Committee (the “Special Claims Committee”), respectfully submits this urgent motion (the “Urgent Motion to Enforce”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), requiring and enforcing the production of lists of securities holders that received certain payments on account of certain bonds issued by the Employees Retirement System for the Commonwealth (“ERS”) and the Puerto Rico Public Buildings Authority (the “PBA”), on the dates identified by CUSIP and date as provided at Appendix 3 to Exhibit B, by certain financial entities identified at Appendix 2 to Exhibit B, as may be supplemented or amended. In support of this Urgent Motion, the Oversight Board respectfully states as follows:

PRELIMINARY STATEMENT

1. In the *Urgent Motion of the Financial Oversight and Management Board of Puerto Rico for Entry of an Order Under Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* dated April 8, 2019 [ECF No. 6143] (the “First Urgent Motion”), the Oversight Board requested certain information from Participant Holders³ that the Oversight Board needs to pursue valuable causes of action on behalf of the Commonwealth and ERS under sections 544, 547, 548, 550 of the Bankruptcy Code. .

² PROMESA has been codified at 48 U.S.C. §§ 2101-2241.

³ Capitalized terms employed in this Preliminary Statement have the meanings ascribed to them below.

2. The Court entered two orders granting the First Urgent Motion and requiring Participant Holders to produce information relating to payments of purported interest and principal on account of the Challenged Bonds to beneficial holders of such bonds.⁴

3. Although the Oversight Board made efforts to reduce the burden of production, including by providing electronic records helpful in organizing search procedures and setting payment thresholds and priorities consistent with the Oversight Board's litigation interests,⁵ many of the Participant Holders were unable, or unwilling, to produce the requested information. Therefore, the filing of this Urgent Motion to Enforce is necessary.

4. Any Participant Holder that did not, or was unable to, certify that such Participant Holder was not itself a beneficial holder of Challenged Bonds was identified as a defendant in certain of the "claw back" complaints filed prior to the expiration of the Commonwealth's statute of limitations.

5. The failure of parties to timely produce information, and in some cases their outright refusal due to discovery objections, has left the Oversight Board in the unfortunate position of requiring a further enforcement order of the Court to clarify that production is still required notwithstanding expiration of the deadline and notwithstanding objections expressed by certain of the Participant Holders.

6. The Oversight Board seeks an order enforcing this Court's First and Second Discovery Orders. Furthermore, although *some* information was produced in discovery pursuant

⁴ See Order Pursuant to Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders [ECF No. 6384] (the "First Discovery Order"); Further Order Pursuant to Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders [ECF No. 6493] (the "Second Discovery Order").

⁵ See Informative Motion of the Financial Oversight and Management Board for Puerto Rico, Acting by and through Its Special Claims Committee, Regarding Further Order Pursuant to Bankruptcy Rules 1007(I) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders, ECF No. 6540, filed April 29, 2019 (the "Second Informative Motion").

to the Court's prior orders, that production was incomplete, but it has enabled the Oversight Board to modify its diligence and add necessary Participant Holders and CUSIPs to this Urgent Motion to Enforce. In order to further facilitate compliance and avoid protracted litigation over anticipated objections to discovery regarding the Court's prior orders, the Oversight Board now files this Urgent Motion to Enforce to enforce its requests.

7. The Oversight Board respectfully submits that the information requested herein is reasonable, limited in scope, necessary to preserve value for the estate, not burdensome, and that good cause exists under the Bankruptcy Rules to compel production on an expedited basis.

JURISDICTION AND VENUE

8. The United States District Court for the District of Puerto Rico (the "Court") has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA.

9. Venue is proper pursuant to PROMESA § 307(a).

STATUTORY PREDICATE

10. The Oversight Board brings this Urgent Motion pursuant to 11 U.S.C. § 105(a) and Bankruptcy Rules 1007(i) and 2004, made applicable to these Title III cases by sections 301 and 310 of PROMESA respectively.

FACTUAL BACKGROUND

11. The Oversight Board incorporates herein by reference the statements of fact contained in the First Urgent Motion, the *Informative Motion of the Financial Oversight and Management Board for Puerto Rico, Acting by and through Its Special Claims Committee, Regarding Further Order Pursuant to Bankruptcy Rules 1007(I) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* filed April 23, 2019 [ECF No. 6492] (the "First Informative Motion"), and the Second Informative Motion.

12. Notwithstanding that the First Discovery Order required production not later than April 30, many Participant Holders did not, and some refused to, produce by the Court-established deadline.

13. Participant Holders have requested clarification as to whether production would be required after the April 30th deadline.

14. The Oversight Board, however, submits this Urgent Motion to Enforce to clarify that the Participant Holders are required to produce after the April 30th deadline.

15. In addition, several Participant Holders contended that they did not receive sufficient notice or due process of the First Discovery Order.

16. The Oversight Board contends that sufficient notice and due process was provided under the First Discover Order, but nonetheless brings this Urgent Motion to Enforce to underscore the necessity of the Participant Holders' continued obligations under the Discovery Orders.

17. Moreover, since filing the First Urgent Motion, the Oversight Board has performed material subsequent diligence that has permitted it to revise the lists of Participant Holders and CUSIPs it believes relevant to contemplated litigation, and introduce restrictive terms to decrease the volume of information necessary to produce.

RELIEF REQUESTED

18. By this Urgent Motion to Enforce, the Oversight Board, acting by and through its Special Claims Committee, requests that this Urgent Motion to Enforce be heard on an urgent basis prior to the next scheduled omnibus date and at the Court's earliest convenience to the extent the Court determines a hearing is necessary, and seeks the entry of an order requiring each of the Participant Holders identified at Appendix 2 to Exhibit B to produce a list of all beneficial

holders of Challenged Bonds to whom payments of purported principal and interest were transferred with respect to the bond series and date ranges provided at Appendix 3 to Exhibit B, together with the amounts and dates of such payments and service address information for each such transferee, and subject to the exclusions described therein.

ARGUMENT

19. The Oversight Board respectfully suggests that cause exists to require disclosure of the requested information on an expedited basis.

20. Bankruptcy Rule 2004(a) provides that “[o]n motion of any party in interest, the court may order the examination of any entity.” The scope of such examination may relate to “the acts, conduct, or property or to the liabilities and financial condition of the debtor, or to any matter which may affect the administration of the debtor’s estate.” Fed. R. Bankr. P. 2004(b). The purpose of a Bankruptcy Rule 2004 examination is to assist a party in interest in determining the nature and extent of the bankruptcy estate, revealing assets including but not limited to litigation assets. *See In re Wash. Mut., Inc.*, 408 B.R. 45, 50 (Bankr. D. Del. 2009); *see also In re Recoton Corp.*, 307 B.R. 751, 755 (Bankr. S.D.N.Y. 2004).

21. Bankruptcy Rule 1007(i) provides that “[a]fter notice and hearing and for cause shown, the court may direct an entity other than the debtor or trustee to disclose any list of security holders of the debtor in its possession or under its control, indicating the name, address and security held by any of them.” The context of Rule 1007(i) within Rule 1007 suggests that, like other lists of assets and liabilities and payment records of a debtor, it is intended to illuminate the value of the estate to the court and parties in interest, including by promoting the development and prosecution of valuable litigation claims. *Cf. In re Empire State Conglomerates, Inc.*, 546 B.R. 306, 316 (Bankr. S.D.N.Y. 2016) (holding on request to remove

trustee that where the “Bankruptcy Code does not define ‘cause,’” “caselaw generally requires . . . actual injury to debtor’s interest.”). Here, absent the disclosure of the requested information, creditors of ERS and the Commonwealth will be injured by the inability to recover funds wrongfully transferred away from estate coffers.

22. The Oversight Board circumscribed its inquiry solely to Challenged Bonds subject to the Joint Claims Objection, ERS Bond Objection, and Ad Hoc Objection, and in this Urgent Motion to Enforce, has further circumscribed its inquiry to certain bonds the Oversight Board and the Committee have alleged or may allege to be infirm. This request is narrowly tailored to the Oversight Board’s efforts to identify the targets of the Challenged Bonds Avoidance Actions. The Oversight Board requests that this Court further enforce its First and Second Discovery Orders.

23. Cause to grant this Urgent Motion to Enforce is substantially the same as that stated in the First Urgent Motion. Likewise, the Oversight Board requests effectively the same relief: the proposed order attached at Exhibit A is effectively a composite of the First Discovery Order and the Second Discovery Order, the latter of which the Court entered with consent of several Participant Holders following a meet and confer process and extensive negotiation of confidentiality protections.

RESERVATION OF RIGHTS

24. The Oversight Board reserves the right to supplement this Urgent Motion to Enforce to request a revised Order from this Court in the event that the Oversight Board discovers that there are more Participant Holders that should be subject to the Urgent Motion to Enforce.

**CERTIFICATION OF COMPLIANCE WITH LOCAL RULES AND CASE
MANAGEMENT ORDER**

25. Pursuant to Paragraph I.H of the Case Management Procedures, the Oversight Board hereby certifies that it has carefully examined the matter and concluded that there is a true need for an urgent motion; is has not created the urgency through any lack of due diligence; it has made a bona fide effort to resolve the matter without a hearing; and it has made reasonable, good-faith communications in an effort to resolve or narrow the issues that are being brought to the Court. No party has indicated that it will object to the relief requested herein.

NOTICE

26. The Debtors have provided notice of this Urgent Motion to: (a) the Chambers of the Honorable Laura Taylor Swain; (b) the Office of the United States Trustee for the District of Puerto Rico; (c) AAFAF; (d) counsel for AAFAF; (e) counsel for the Oversight Board; (f) Counsel for the Creditors' Committee; (g) Counsel for the Retiree Committee; (h) the entities listed on the List of Creditors Holding the 20 Largest Unsecured Claims in COFINA's Title III case; (i) counsel to any other statutory committee appointed in these Title III Cases; (j) counsel to any ad hoc bondholder group which has filed a Federal Rule of Bankruptcy Procedure 2019 statement in these Title III Cases; (k) counsel to Bank of New York Mellon as agent with respect to the ERS Bonds; (l) counsel to U. S. Bank Trust National Association, Banco Popular de Puerto Rico, Bank of New York, and U.S. Bank as agents with respect to the PBA Bonds; (m) counsel to the Ad Hoc GO Bondholders; and (n) the Participant Holders identified in Exhibit B hereto; (o) the Puerto Rico Department of Justice; and (p) all parties filing a notice of appearance in these Title III Cases. The Oversight Board submits that, in light of the nature of the relief requested, no other or further notice need be given.

CONCLUSION

WHEREFORE, the Oversight Board, acting by and through its Special Claims Committee, respectfully requests that this Court enter an order substantially in the form attached hereto as Exhibit A granting the relief requested herein, and granting the Committee such other relief as this Court deems just and proper.

Dated: May 7, 2019

/s/ Edward S. Weisfelner

BROWN RUDNICK LLP

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*Counsel to the Financial Oversight and Management
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-and-

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*Local Counsel to the Financial Oversight and Management
Board, acting through the Special Claims Committee*

Exhibit A

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

	X	
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In re:	:	
	:	
THE FINANCIAL OVERSIGHT AND	:	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	:	Title III
	:	
as representative of	:	Case No. 17-BK-3283 (LTS)
	:	
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors. ¹	:	
	X	

**[PROPOSED] ORDER PURSUANT TO BANKRUPTCY
RULES 1007(i) AND 2004 AUTHORIZING DISCOVERY AND
COMPELLING DISCLOSURE OF LISTS OF SECURITY HOLDERS**

Upon further consideration of the *Urgent Motion Of The Financial Oversight And Management Board Of Puerto Rico To Enforce Order Under Bankruptcy Rules 1007(I) And 2004 Authorizing Discovery And Compelling Disclosure Of Lists Of Security Holders* [ECF No. ____] (the “Urgent Motion to Enforce”)² and the exhibits attached thereto, the Court hereby FINDS AND DETERMINES that (i) the Court has jurisdiction to consider the Urgent Motion and the relief requested therein pursuant to section 310 of PROMESA; (ii) venue is proper before this Court pursuant to section 307(a) of PROMESA; (iii) due and proper notice of this Urgent

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² Capitalized terms not defined in this Order shall have the meanings ascribed to them in the Motion.

Motion and First Discovery Order has been provided under the particular circumstances and no other or further notice need be provided; (iv) based on the statements and arguments made in the Urgent Motion to Enforce, the Court has found that disclosure pursuant to Rule 1007(i) and examination under Rule 2004 of the Federal Rules of Bankruptcy Procedure is appropriate; and (v) the parties referred to in the First Discovery Order have met and conferred regarding the creation of an appropriate confidentiality restriction as reflected herein, and have submitted the proposal reflected below, in compliance with the First Discovery Order and in agreement as to the provisions thereof. Accordingly, it is hereby **ORDERED** that:

1. The Urgent Motion to Enforce is further granted as provided herein.
2. The Oversight Board is authorized to issue the Document Request, attached as Exhibit B to the Urgent Motion to Enforce, to the Participant Holders identified at Appendix 2 to Exhibit B of the Urgent Motion to Enforce.
3. To the extent of any conflict between this Order and the First Discovery Order or Second Discovery Order, this Order shall control, provided that to the extent that any Participant Holder has already produced any information or documents in response to the First Discovery Order and Second Discovery Order, it need not re-produce such information or documents pursuant to this Order.
4. The Oversight Board shall promptly make available, upon request by any Participant Holder, an electronic document listing the Challenged Bonds, and the dates upon which payments are thought to have been made by the PBA, Commonwealth and/or ERS, as applicable, to purported holders of such Challenged Bonds based upon publicly available documents.
5. The Oversight Board shall promptly provide any additional information relating to the Challenged Bonds that it has obtained from any source to help the Participant Holders locate the requested information.
6. The Participant Holders shall respond to the Document Request as follows:
 - a. As pertaining to the Challenged GO Bonds and PBA Bonds, no later than **June 1, 2019**.
 - b. As pertaining to ERS Bonds, not later than **May 16, 2019**.
7. Participant Holders shall continue to respond to the Document Request to the extent their response remains incomplete as of the dates provided above, and the Oversight Board shall receive such responses and amend litigation pleadings to

reflect such responses, provided that unless a Participant Holder certifies to the Oversight Board that its response to the Document Request is complete within 30 days of the dates provided in paragraph 6 above, such Participant Holder shall be held, as a matter of fact, to have been the beneficial holder of all Challenged Bonds for which it served as Participant Holder at all relevant times, and shall be estopped from making any argument or claim to the contrary.

8. Notwithstanding the foregoing, no Participant Holder shall be required to respond to the Document Request to the extent such response would be duplicative of any prior production or response to the Oversight Board. For the avoidance of doubt, the CUSIPs highlighted in Appendix 3 to Exhibit B of the Urgent Motion to Enforce were not previously identified and requested, and all Participant Holders must respond to the Document Request as pertaining to such highlighted CUSIPs.
9. To the extent any federal, state or foreign law or other legal authority governing the disclosure or use of confidential information, including personal data or non-public personal financial information, permits disclosure of such information pursuant to an order of a court, this order shall constitute such an order.
10. The Oversight Board shall not disclose any Confidential Information³ to any person for any purpose, except as provided below:
 - a. The Oversight Board may disclose any Confidential Information to (a) the UCC and/or any trustee appointed pursuant to 11 U.S.C. § 926, and (b) each such party's representatives, professionals, and members, provided that the foregoing restrictions shall apply to all such parties and persons (each in such capacity, a "Receiving Party");
 - b. The Receiving Party may disclose the identity of any person or entity who is a defendant to a Challenged Bonds Avoidance Action, together with such person's or entity's address, the date of receipt of any transfers alleged to be avoidable, the amounts of any such transfers individually and in the aggregate, and the Challenged Bond CUSIP numbers corresponding to any such transfers, in any document necessary to file, serve, and prosecute the Challenged Bonds Avoidance Actions. Notwithstanding the foregoing, in accordance with Local Rule 5.2 of the District of Puerto Rico, the Receiving Party shall, to the extent it seeks to disclose Confidential Information in any pleading, motion, objection, or other public document pursuant to this paragraph, redact all (1) social security

³ "Confidential Information" constitutes or contains nonpublic proprietary or confidential technical, business, financial, personal, or other information of a nature that can be protected under Rule 26(c) of the Federal Rules of Civil Procedure and Rule 7026 or 9018 of the Federal Rules of Bankruptcy Procedure, or is subject by law or by contract to a legally protected right of privacy. For the avoidance of doubt, Confidential Information includes customer/consumer names and addresses, account numbers, and identification of securities held in the accounts. The term "Confidential Information," however, shall not include information within the public domain that is furnished by any provider of information ("Provider") to a third party who is under no obligation to keep the information confidential.

or employer identification numbers of individuals or entities, (2) names of any individuals known by the Receiving Party to be minor children as of the date of disclosure; (3) dates of birth of individuals, (4) financial account numbers, and (5) home or business addresses, other than such individuals' or entities' city and state of residence, provided, however, that in any Challenged Bond Avoidance Action not involving an individual known by the Receiving Party to be a minor child at the time of disclosure, the Receiving Party shall file any initial pleading and case commencement materials using a pseudonym name for the defendant, and file with the Court under seal a "key" list matching pseudonyms to actual names, and provided further that the obligation to utilize a pseudonym as provided herein extends only to the initial pleading and case commencement materials and shall terminate twenty-one (21) days after the Receiving Party provides such defendant, at the time of service, with reasonable notice and an opportunity to object to the use of its Confidential Information. For the avoidance of doubt, (a) the Receiving Party may file under seal a single "key" matching pseudonyms to actual names of all defendants to all Challenged Bond Avoidance Actions commenced by such Receiving Party; (b) notice and opportunity for such defendants to object to use of Confidential Information may be provided by the Receiving Party in the body of any initial pleading and no further notice shall be required; and (c) this Order shall be self-effectuating such that no Receiving Party shall be required to file any motion or other pleading with the Court regarding further permission to file such "key" under seal.

- c. Upon the latest of (a) the date that a final judgment has been entered and satisfied as to all Challenged Bonds Avoidance Actions and (b) the date that the above-captioned PROMESA Title III cases are closed by the Court, the Receiving Parties shall destroy all Confidential Information. Notwithstanding the foregoing, the Receiving Parties shall be permitted to retain, in accordance with its documented practices, professional obligations, applicable law or automatic electronic backup systems, archival copies of any Confidential Information. For the avoidance of doubt, the Receiving Parties shall not be required to destroy or erase any electronic copy of such materials that is created pursuant to its standard electronic backup and archival procedures, if only personnel whose functions are primarily information technology in nature have access to such retained copies (except to the extent used for any purpose outlined above in this paragraph) and such personnel's access is limited to that reasonably necessary for the performance of their information technology duties. Notwithstanding the destruction of Confidential Information pursuant to this paragraph, the Receiving Parties will continue to be bound by their confidentiality obligations and other obligations under this Order in perpetuity; and

- d. In the event that a Receiving Party receives a request to disclose all or any part of the Confidential Information under the terms of a subpoena or other order issued by a court of competent jurisdiction or by another governmental agency, relevant regulatory authority or by the mandatory rules or requirements of any recognized investment exchange, the Receiving Party shall to the extent permitted by law or the mandatory rules or requirements of any recognized investment exchange (a) promptly notify the Provider of the existence, terms and circumstances surrounding such a request, (b) consult with the Provider on the advisability of taking steps to resist or narrow such request, (c) if disclosure of such Confidential Information is required, furnish only such portion of the Confidential Information as the Receiving Party reasonably determines is legally required to be disclosed and (d) cooperate, at the Provider's expense, with the Provider in its efforts to obtain a protective order or other relief to prevent the disclosure of the Confidential Information or other reliable assurance that confidential treatment will be accorded to such portion of the Confidential Information that is required to be disclosed.
11. The Receiving Party shall maintain Confidential Information in a secure and safe area and shall exercise a standard of due and proper care with respect to the storage, custody, use, and/or dissemination sufficient to safeguard against unauthorized or inadvertent disclosure of Confidential Information. Confidential Information shall not be copied, reproduced, extracted or abstracted, except to the extent that such copying, reproduction, extraction or abstraction is reasonably necessary for the conduct of the Challenged Bonds Avoidance Actions. All such copies, reproductions, extractions, and abstractions shall be subject to the terms of this Order and labeled in the same manner as the designated material on which they are based. If a Receiving Party learns that there has been a material breach of a Provider's Confidential Information due to unauthorized access by a third-party (including unauthorized access by a current or former employee of the Receiving Party) to Confidential Information in the Receiving Party's possession, custody or control, the Receiving Party shall as soon as possible notify the Provider of such breach and shall cooperate, or cause its designated agents to cooperate, with the Provider and the Provider's agents in the investigation and resolution of such breach. Nothing in this provision, however, shall be construed as authorizing or requiring a party to violate any law, court order, or regulatory obligation prohibiting the Receiving Party from notifying the Provider of such breach.
12. Any Provider or Receiving Party may seek additional orders from the Court that such Party believes may be necessary to comply with any law or contractual obligation relating to personal data or non-party financial information.
13. The terms of and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2019

Honorable Judith G. Dein
United States Magistrate Judge

Exhibit B

Document Request

FINANCIAL OVERSIGHT AND MANAGEMENT BOARD'S FIRST SET OF DISCOVERY REQUESTS WITH RESPECT TO POTENTIAL AVOIDANCE ACTIONS

Pursuant to the Order attached as Appendix 1 hereto (the “Order”) and Rules 1007(i) and 2004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), made applicable to the above-captioned cases by section 310 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), the Financial Oversight and Management Board of Puerto Rico hereby requests that the parties identified on the list attached as Appendix 2 hereto produce the documents requested below (the “Document Request”), on or before such dates provided in the Order, to:

Brown Rudnick LLP , Attn: Tristan Axelrod, Esq. (email: taxelrod@brownrudnick.com).

DEFINITIONS AND INSTRUCTIONS

1. “And” and “or” have both conjunctive and disjunctive meanings and therefore should be read as “and/or.” Similarly, “all,” “any,” “each” and “every” are used in the inclusive sense, and therefore should be read as meaning “each and every.” The word “including” should be read as meaning “including without limitation.”
2. “Lookback Period” shall have the meaning provided as to each CUSIP identified at Appendix 3 hereof.
3. “Person” or “Persons” means any natural or artificial person, business entity or other legal entity, including, but not limited to, individuals, sole proprietorships, associations, companies, firms, partnerships, joint ventures, corporations, employees or former employees, or any other business, governmental, or labor entity, and any divisions, departments, or other units thereof.
4. “Transfer” has the definition set forth in 11 U.S.C. § 101(54).

5. “You” or “Your” means each party identified at Appendix 2 hereto.
6. Reference to the singular in any of these Discovery Requests shall also include a reference to the plural, and reference to the plural shall include a reference to the singular.
7. All information requested herein is to be provided if it is in the possession, custody or control of, or is available and accessible to, You or any of Your agents, representatives or any other Person acting for You or on Your behalf.
8. If You cannot answer any of the following Document Request in full after exercising due diligence to secure the information to do so, answer to the extent possible and explain Your inability to provide a complete answer.
9. If You object to part of the Document Request and refuse to answer that part on the basis of a claim of privilege, state the objection and answer the remaining portion of the request. As to any Communication that You refuse to disclose on the basis of a claim of privilege, identify: (a) the name, address, position, and organization of the participants in the communication, (b) any documents reflecting or summarizing all or part of the communication, including the date, length, and type of document and description of the subject matter of the document, and (c) the specific grounds for claiming that the communication is privileged.
10. This Document Request is to be considered as continuing, and You are to supplement Your responses with additional information as You may hereafter obtain.

REQUEST FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1: With respect to any Transfer by You to any Person in respect of the bond series identified during the periods identified at Appendix 3 hereto, produce either a list of or other documents sufficient to identify: (i) the Person who received such Transfer and/or the Person on whose behalf the Transfer was made, (ii) the address of any such Person, (iii) the amount of such Transfer, (iv) the date of such Transfer, and (v) the CUSIP applicable to such Transfer; *provided that You need not produce any information relating to any of the following:*

- Transfers to Persons who did not hold more than \$2,500,000 in Challenged Bonds in the aggregate at any time during the Lookback Period; or
- Transfers to Persons who did not receive more than \$250,000 in Transfers in the aggregate during the Lookback Period; or
- Transfers to Persons who did not receive any single Transfer greater than \$12,000.

For the avoidance of doubt, You need not produce any information relating to Transfers that meet any of the three criteria above.

REQUEST FOR PRODUCTION NO. 2: With respect to any Transfer received by You in respect of the bond series identified during the periods identified at Appendix 3 hereto, either (a) produce an accounting of funds held by You in respect of beneficial ownership by You or (b) certify that You were not the beneficial owner of any such bonds.

Dated: May __, 2019

/s/ []

BROWN RUDNICK LLP

Edward S. Weisfelner, Esq. (*Pro Hac Vice*)

Angela M. Papalaskaris, Esq. (*Pro Hac Vice*)

Seven Times Square

New York, NY 10036

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601 Thirteenth Street NW, Suite 600

Washington, D.C. 20005

Tel: (202) 536-1700

sbest@brownrudnick.com

Sunni P. Beville, Esq. (*Pro Hac Vice*)

One Financial Center

Boston, MA 02111

Tel: (617) 856-8200

sbeville@brownrudnick.com

*Counsel to the Financial Oversight and Management
Board, acting through the Special Claims Committee*

and

/s/ I I

ESTRELLA, LLC

Alberto Estrella (USDC-PR 209804)

Kenneth C. Suria (USDC-PR 213302)

P. O. Box 9023596

San Juan, Puerto Rico 00902-3596

Tel.: (787) 977-5050

Fax: (787) 977-5090

*Local Counsel to the Financial Oversight and Management
Board, acting through the Special Claims Committee*

Appendix 1

Order Compelling Production

Appendix 2

Participant Holders

APPENDIX 2

DTC No.	Name and Address
0756	AMERICAN ENTERPRISE INVESTMENT SERVICES INC. c/o CT Corporation System Inc. 1010 Dale St. N St. Paul, MN 55117-5603
2082	ANB BANK c/o John F. Knoeckel, Registered Agent 3033 E. First Avenue, Suite 3000 Denver, CO 80206
0158	APEX CLEARING CORPORATION c/o National Registered Agents, Inc. 28 Liberty Street New York, NY 10005
2251	BANK OF AMERICA NA/CLIENT ASSETS c/o Winston & Strawn LLP Attn: Jennifer L. Malin, Esq. 200 Park Avenue New York, NY 10166
0955	BANK OF AMERICA, NA/GWIM TRUST OPERATIONS c/o Winston & Strawn LLP Attn: Jennifer L. Malin, Esq. 200 Park Avenue New York, NY 10166
7256	BARCLAYS CAP / FIXED c/o Akin Gump Strauss Hauer & Feld LLP Attn: Jessica A. Fitts, Esq. One Bryant Park New York, NY 10036-6745
7254	BARCLAYS CAP / LONDON c/o Akin Gump Strauss Hauer & Feld LLP Attn: Jessica A. Fitts, Esq. One Bryant Park New York, NY 10036-6745
0229	BARCLAYS CAPITAL INC./LE c/o Akin Gump Strauss Hauer & Feld LLP Attn: Jessica A. Fitts, Esq. One Bryant Park New York, NY 10036-6745

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0702	BB&T SECURITIES, LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
0992	BMO HARRIS BANK NA/TRUST c/o Andrew Southerling, Esq. McGuireWoods 2001 K Street N.W. Washington, D.C. 20006
2154	BNP PARIBAS SECURITIES CORP./PRIME BROKERAGE Attn: Colin Vaughn-Casey Group Legal, Group Dispute Resolution Litigation & Legal Investigations, Americas BNP Paribas 787 Seventh Avenue New York, NY 10019
2147	BNP PARIBAS, NEW YORK BRANCH/BNP PARIBAS PRIME BROKERAGE CUSTODIAN Attn: Colin Vaughn-Casey Group Legal, Group Dispute Resolution Litigation & Legal Investigations, Americas BNP Paribas 787 Seventh Avenue New York, NY 10019
2884	BNP PARIBAS, NEW YORK BRANCH/BNP PARIBAS PRIME BROKERAGE INTERNATIONAL Attn: Colin Vaughn-Casey Group Legal, Group Dispute Resolution Litigation & Legal Investigations, Americas BNP Paribas 787 Seventh Avenue New York, NY 10019
2787	BNP PARIBAS, NEW YORK BRANCH/CUSTODY/CLIENT ASSETS Attn: Colin Vaughn-Casey Group Legal, Group Dispute Resolution Litigation & Legal Investigations, Americas BNP Paribas 787 Seventh Avenue New York, NY 10019

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2092	BNY MELLON / POP SEC c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
2281	BNY MELLON/NOMURA INT'L PLC REPO c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
2452	BNYMELLON/RE DBTC AMERICAS/DEUTSCHE BK LONDON PRIME SEG 15/00 c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
2209	BNYMELLON/RE MIDCAP SPDRS c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
2731	BNYMELLON/RE OZ OMNIBUS DTC ACCOUNT c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
2510	BNYMELLON/RE THE PRUDENTIAL INVESTMENT c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
8275	BNYMELLON/WEALTH MANAGEMENT c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222

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5385	BRANCH BANKING AND TRUST COMPANY c/o CT Corporation System 28 Liberty Street New York, NY 10005
0010	BROWN BROTHERS HARRIMAN & CO. Attn: Office of Gen. Counsel 140 Broadway New York, NY 10005
0743	C.L. KING & ASSOCIATES, INC. 9 Elk Street Albany, NY 12207-1002 Attn: Legal Dept.
0197	CANTOR FITZGERALD & CO. / CANTOR CLEARING SERVICES 499 Park Avenue New York, NY 10022 Attn: Legal Dept.
7311	CANTOR FITZGERALD & CO. / CANTOR CLEARING SERVICES 499 Park Avenue New York, NY 10022 Attn: Legal Dept.
0701	CETERA INVESTMENT SERVICES LLC c/o Cetera Financial Group Attn: Travis McGregor, Senior counsel 45 Broadway, 20th floor New York, NY 10006
0164	CHARLES SCHWAB & CO., INC. c/o Joel Wertman, Esq. Winget, Spadafora and Schwartzberg, LLP 1528 Walnut Street, Suite 1502 Philadelphia, PA 19102
0908	CITIBANK, N.A. 701 East 60th Street North Sioux Falls, SD 57104 Attn: Legal Dept.
0950	CITIBANK, N.A. - DEALER 701 East 60th Street North Sioux Falls, SD 57104 Attn: Legal Dept.
2032	CITIBANK/THE CITIGROUP PRIVATE BANK/TRUST 111 Huntington Ave. Boston, MA 02199 Attn: Legal Dept.

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0505	CITIGROUP GLOBAL MARKETS INC. c/o Meghan K. Spillane, Esq. Goodwin Procter The New York Times Building 620 Eighth Avenue New York, NY 10018
0274	CITIGROUP GLOBAL MARKETS INC./SALOMON BROTHERS c/o Meghan K. Spillane, Esq. Goodwin Procter The New York Times Building 620 Eighth Avenue New York, NY 10018
0418	CITIGROUP GLOBAL MARKETS, INC./CORRESPONDENT CLEARING c/o Meghan K. Spillane, Esq. Goodwin Procter The New York Times Building 620 Eighth Avenue New York, NY 10018
2392	CITY NATIONAL BANK City National Plaza 555 South Flower Street Los Angeles, CA 90071 Attn: Legal Dept.
2108	COMERICA BANK c/o Corporate Creations Network Inc. 15 North Mill Street Nyack, NY 10960
2170	COMMERCE BANK c/o Stephen C. Funk, Resident Agent 100 N. Main El Dorado, KS 67042
2484	COMPASS BANK/TRUST DIVISION c/o CT Corporation System 28 Liberty Street New York, NY 10005
0052	COR CLEARING LLC c/o Axos Clearing LLC (fka COR Clearing LLC) Attn: Ceci Menjivar, Associate Corporate Counsel 1200 Landmark Center, suite 800 Omaha, NE 68102

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0355	CREDIT SUISSE SECURITIES (USA) LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
5158	CREWS AND ASSOCIATES, INC. c/o CT Corporation System 100 Cummings Circle, Suite 427A Beverly, MA 01915
0574	CROWELL WEEDON & CO c/o National Registered Agents, Inc. 155 Federal Street, Suite 700 Boston, MA 02110
5144	D LERNER ASSOCIATES c/o David Lerner Associates, Inc. 477 Jericho Turnpike Syosset, NY 11791-9006 Attn: Legal Dept.
0361	D. A. DAVIDSON & CO. c/o CT Corporation System 28 Liberty Street New York, NY 10005
0715	DAVENPORT & COMPANY LLC One James Center 901 East Cary Street, Suite 1100 Richmond, VA 23219 Attn: Legal Dept.
0573	DEUTSCHE BANK SECURITIES INC. c/o CT Corporation System 28 Liberty Street New York, NY 10005
0385	E*TRADE SECURITIES LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
0057	EDWARD D. JONES & CO. c/o Rachel Jaffe Mauceri, Esq. Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103-2921
2391	FEDERAL HOME LOAN MORTGAGE CORPORATION 8200 Jones Branch Dr. McLean, VA 22102 Attn: Legal Dept.

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0987	FIDUCIARY SSB c/o State Street Bank & Trust Company Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
2116	FIFTH THIRD BANK c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
0309	FIRST SOUTHWEST COMPANY c/o Don Campbell, Registered Agent 325 North Saint Paul Street, Suite 800 Dallas, TX 75201
0129	GEORGE K. BAUM & COMPANY c/o National Registered Agents, Inc. 28 Liberty Street New York, NY 10005
0005	GOLDMAN SACHS & CO. LLC c/o Goodwin Procter LLP Attn: Charles A. Brown, Esq. The New York Times Building 620 Eighth Avenue New York, NY 10018
2941	GOLDMAN SACHS BANK USA c/o Goodwin Procter LLP Attn: Charles A. Brown, Esq. The New York Times Building 620 Eighth Avenue New York, NY 10018
8197	GOLDMAN SACHS BANK USA/#2 c/o Goodwin Procter LLP Attn: Charles A. Brown, Esq. The New York Times Building 620 Eighth Avenue New York, NY 10018
0501	GOLDMAN SACHS EXECUT c/o Goodwin Procter LLP Attn: Charles A. Brown, Esq. The New York Times Building 620 Eighth Avenue New York, NY 10018

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181	GUGGENHEIM SECURITIES, LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
0768	HILLIARD, LYONS LLC 500 West Jefferson Street, Suite 700 Louisville, KY 40202 Attn: Legal Dept.
0279	HILLTOP SECURITIES INC. c/o CT Corporation System 28 Liberty Street New York, NY 10005
0534	INTERACTIVE BROKERS RETAIL EQUITY CLEARING c/o Interactive Brokers One Pickwick Plaza Greenwich, CT 06830 Attn: Legal Dept.
0750	INTL FCSTONE FINANCIAL INC. c/o Corporate Creations Network Inc. 15 North Mill Street Nyack, NY 10960
0187	J.P. MORGAN SECURITIES LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
0352	J.P. MORGAN SECURITIES LLC/JPMC AKA OR FKA J.P. MORGAN CLEARING c/o CT Corporation System 28 Liberty Street New York, NY 10005
0374	JANNEY MONTGOMERY SCOTT LLC c/o Andrew Southerling, Esq. McGuireWoods 2001 K Street N.W. Washington, D.C. 20006
2424	JPMORGAN CHASE BANK, N.A./CUSTODIAL TRUST COMPANY c/o Simpson Thacher & Bartlett LLP Attn: David Elbaum, Esq. 425 Lexington Avenue New York, NY 10017

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0902	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION c/o Simpson Thacher & Bartlett LLP Attn: David Elbaum, Esq. 425 Lexington Avenue New York, NY 10017
2164	JPMORGAN CHASE BANK/CORRESPONDENCE CLEARING SERVICES 2 c/o Simpson Thacher & Bartlett LLP Attn: David Elbaum, Esq. 425 Lexington Avenue New York, NY 10017
0799	KEYBANC CAP MKTS INC. c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
2205	KEYBANK NATIONAL ASSOCIATION Attn: Legal Department 127 Public Square Cleveland, OH 44114
0308	LAZARD CAP MKTS LLC c/o Lazard 4 Embarcadero Center, 24th Floor San Francisco, CA 94111 Attn: Legal Dept.
0075	LPL FINANCIAL CORPORATION c/o Stephanie L. Brown 155 Federal Street, 14th Floor Boston, MA 02110
0990	Manufacturers and Traders Trust Company Attn: Legal Dept. One M and T Plaza Buffalo, NY 14203
0773	MERRILL LYNCH PIERCE FENNER & SMITH/FIXED INCOME c/o CT Corporation System 28 Liberty Street New York, NY 10005
5198	MERRILL LYNCH, PIERCE FENNER & SMITH SAFEKEEPING c/o CT Corporation System 28 Liberty Street New York, NY 10005

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0161	MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED c/o CT Corporation System 28 Liberty Street New York, NY 10005
0727	MESIROW FINANCIAL c/o Corporation Service Company 80 State Street Albany, NY 12207-2543 and Mesirow Financial Attn: Jeffrey Levine Senior Managing Director & General Counsel 353 N. Clark Street Chicago, IL 60654
2932	MITSUBISHI UFJ TRUST & BANKING CORPORATION, NEW YORK BRANCH 420 Fifth Avenue, 6th Floor New York, NY 10018 Attn: Legal Dept.
0780	MORGAN KEEGAN & CO Morgan Keegan Tower 50 North Front Street Memphis, TN 38103 Attn: Legal Dept.
0050	MORGAN STANLEY & CO. LLC Andrew M. Good, Esq. Skadden, Arps, Slate, Meagher & Flom LLP 4 Times Square New York, NY 10036
0015	MORGAN STANLEY SMITH BARNEY LLC Andrew M. Good, Esq. Skadden, Arps, Slate, Meagher & Flom LLP 4 Times Square New York, NY 10036
0226	NATIONAL FINANCIAL SERVICES LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005

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2778	NORTHERN TRUST COMPANY/FUTURE FUND ACCOUNTS Attn: Legal Dept. 50 South LaSalle Street Chicago, IL 60603
0571	OPPENHEIMER & CO. INC. c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
0338	OPTIONSXPRESS, INC. 150 South Wacker, 12th Floor Chicago, IL 60606 Attn: Legal Dept.
0443	PERSHING LLC c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
0311	PIPER JAFFREY & CO c/o Andrew Southerling, Esq. McGuireWoods 2001 K Street N.W. Washington, D.C. 20006
2616	PNC BANK, NATIONAL ASSOCIATION Attn: Legal Dept. 222 Delaware Avenue Wilmington, DE 19899
0725	RAYMOND JAMES & ASSOCIATES, INC. c/o CT Corporation System 1200 South Pine Island Road Plantation, FL 33324
0390	RAYMOND JAMES & ASSOCIATES, INC/FI c/o CT Corporation System 1200 South Pine Island Road Plantation, FL 33324
0235	RBC CAPITAL MARKETS, LLC c/o Corporate Service Company 80 State Street Albany, NY 12207-2543

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4801	RBC DOMINION SECURITIES INC./CDS** c/o CT Corporation System 155 Federal Street, Suite 700 Boston, MA 02110
0971	REGIONS BANK Attn: Legal Dept. 1900 Fifth Avenue North Birmingham, AL 35203
5962	RELIANCE TRUST COMPANY 1100 Abernathy Road North East Suite 400 Atlanta, GA 30328
2042	RELIANCE TRUST COMPANY/SWMS1 1100 Abernathy Road North East Suite 400 Atlanta, GA 30328 Attn: Legal Dept.
2085	RELIANCE TRUST COMPANY/SWMS2 1100 Abernathy Road North East Suite 400 Atlanta, GA 30328 Attn: Legal Dept.
0547	ROBERT W. BAIRD & CO. INCORPORATED c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
6931	ROOSEVELT & CROSS Attn: Thomas Vigorito One Exchange Place 55 Broadway, 22nd Floor New York, NY 10006
0013	SANFORD C. BERNSTEIN & CO., LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
0705	SCOTTRADE, INC. c/o Incorporating Services, LTD. 3500 South Dupont Highway Dover, Delaware 19901

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2039	SEI PRIVATE TRUST COMPANY c/o Joel Wertman, Esq. Winget, Spadafora and Schwartzberg, LLP 1528 Walnut Street, Suite 1502 Philadelphia, PA 19102
2663	SEI PRIVATE TRUST COMPANY/C/O GWP c/o Joel Wertman, Esq. Winget, Spadafora and Schwartzberg, LLP 1528 Walnut Street, Suite 1502 Philadelphia, PA 19102
279	SOUTHWEST SECURITIES, INC. c/o HilltopSecurities Attn: Legal Dept. 1201 Elm Street, Suite 3500 Dallas, TX 75270
2767	SSB - BLACKROCK INSTITUTIONAL TRUST c/o State Street Bank & Trust Company Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
2319	SSB - TRUST CUSTODY c/o State Street Bank & Trust Company Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
2678	SSB&T CO/CLIENT CUSTODY SERVICES c/o State Street Bank & Trust Company Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
2950	STATE STREET BANK & TRUST/STATE STREET TOTALTF Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
0997	STATE STREET BANK AND TRUST COMPANY Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111

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0419	STEPHENS INC. c/o CT Corporation System 155 Federal Street, Suite 700 Boston, MA 02110
750	STERNE, AGEE & LEACH, INC. c/o National Registered Agents, Inc. 160 Greentree Drive, Suite 101 Dover, DE 19904
0793	STIFEL, NICOLAUS & COMPANY, INCORPORATED c/o Andrew Southerling, Esq. McGuireWoods 2001 K Street N.W. Washington, D.C. 20006
0445	STOCKCROSS FINANCIAL SERVICES, INC. Attn: Legal Dept. 77 Summer Street Boston, MA 02110
6759	STOEVEER GLASS & CO. 30 Wall Street, New York, NY 10005 Attn: Legal Dept.
7027	SWENEY CARTWRIGHT CO 17 South High Street, Suite 300 Columbus, OH 43215 Attn: Legal Dept.
0188	TD AMERITRADE CLEARING, INC. C/O TD Ameritrade 200 South 108th Avenue Omaha, NE 68154 Attn: Legal Dept.
0284	TD PRIME SERVICES LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
0901	THE BANK OF NEW YORK MELLON c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222

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2023	THE BANK OF NEW YORK MELLON/FMSBONDS, INC. c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
0954	THE BANK OF NEW YORK MELLON/MELLON TRUST OF NEW ENGLAND, NATIONAL ASSOCIATION c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
2543	THE BANK OF NEW YORK MELLON/NOMURA BANK INT'L PLC c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
2092	THE BANK OF NEW YORK/POPULAR SECURITIES, INC. c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. Attn: C. Neil Gray, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
4816	THE BANK OF NOVA SCOTIA/CLIENT A Banque Scotia 40 King St. West Scotia Plaza Toronto, ON M5H 1H1 Canada Attn: Legal Dept.
2305	THE HUNTINGTON NATIONAL BANK 17 South High Street Columbus, OH 43216 Attn: Legal Dept.
2669	THE NORTHERN TRUST COMPANY Attn: Legal Dept. 50 South LaSalle Street Chicago, IL 60603

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549	TIMBER HILL LLC c/o IBG LLC One Pickwick Plaza Greenwich, CT 06830
0280	U.S. BANCORP INVESTMENTS, INC. Attn: Kenneth S. Cameraneski 60 Livingston Ave EP-MN-WN3C St. Paul, MN 55107
2803	U.S. BANK N.A. c/o Hogan Lovells US LLP Attn: Robin E. Keller, Esq. 875 Third Avenue New York, NY 10022
1510	U.S. BANK N.A./CP c/o Hogan Lovells US LLP Attn: Robin E. Keller, Esq. 875 Third Avenue New York, NY 10022
0221	UBS FINANCIAL SERVICES INC. c/o Corporation Services Company 80 State Street Albany, NY 12207
642	UBS Securities LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
2450	UMB Bank, National Association Attn: Legal Dept. 1010 Grand Boulevard Kansas City, MO 64106
2067	Union Bank & Trust Company Attn: Legal Dept. 60 Commerce Street Montgomery, AL 36104
2145	Union Bank, N.A. Attn: Legal Dept. 400 California Street San Francisco, CA 94104
0367	USAA INVEST MGMT CO c/o Corporation Service Company 84 State Street Boston, MA 02109

APPENDIX 2

0062	USAA INVEST MGMT CO c/o Corporation Service Company 84 State Street Boston, MA 02109
62	VANGUARD MARKETING CORPORATION Attn: Legal Dept. 100 Vanguard Boulevard Malvern, PA 19355
0595	VISION FINANCIAL MARKETS LLC Attn: Legal Dept. 120 Long Ridge Road 3 North Stamford, CT 06902
0103	WEDBUSH SECURITIES INC. Attn: President 610 Newport Centre Drive Suite 1300 Newport Beach, CA 92660
2271	WESBANCO BANK, INC. Attn: Legal Dept. One Bank Plaza Wheeling, WV 26003
0771	WILLIAM BLAIR & COMPANY, L.L.C. c/o CT Corporation System 28 Liberty Street New York, NY 10005

Appendix 3

CUSIP Payment Dates

BOND SERIES	CUSIP	LOOKBACK PERIOD
2011 C	74514LWX1	May 3, 2013 - May 3, 2017
	74514LWY9	
	74514LWZ6	
	74514LXA0	
	74514LXB8	
	74514LXC6	
	74514LXD4	
	74514LXE2	
	74514LXF9	
	74514LXG7	
	74514LXH5	
2011 PIRB	74514LYW1	May 3, 2013 - May 3, 2017
2011 D	74514LZA8	
	74514LZB6	
	74514LZC4	
	74514LZD2	
	74514LZE0	
	74514LZF7	
	74514LZG5	
	74514LZH3	
	74514LZJ9	
	74514LYX9	
	74514LYY7	
	74514LYZ4	
2011 E	74514LZK6	May 3, 2013 - May 3, 2017
	74514LZL4	
	74514LZM2	
	74514LZN0	
	74514LZP5	
	74514LZQ3	
2012 A	74514LA31	
	74514LC47	
	74514LA49	
	74514LC54	
	74514LA56	
	74514LC62	
	74514LD46	
	74514LC70	

BOND SERIES	CUSIP	LOOKBACK PERIOD
	74514LA64	
	74514LD53	
	74514LC88	
	74514LA72	
	74514LD61	
	74514LA80	
	74514LD79	
	74514LD38	
	74514LC96	
	74514LA98	
	74514LB22	
	74514LD87	
	74514LB30	
	74514LB48	
	74514LB97	
	74514LB55	
	74514LC21	
	74514LC39	
	74514LD20	
	74514LB63	
	74514LB71	
	74514LB89	
2012 B	74514LZS9	
	74514LZT7	
	74514LZU4	
	74514LZV2	
	74514LZW0	
	74514LZX8	
	74514LZY6	
	74514LZZ3	
2014	74514LA23	
	74514LE86	

PBA BONDS

BOND SERIES	CUSIP	LOOKBACK PERIOD
SERIES R	745235M57	May 3, 2013 - May 3, 2017
	745235M65	
	745235M73	
	745235M81	
SERIES S	745235M99	
	745235N23	
	745235N31	
	745235N49	

BOND SERIES	CUSIP	LOOKBACK PERIOD
	745235N56	
	745235N64	
	745235N72	
	745235N80	
	745235N98	
	745235P21	
	745235P39	
	745235P47	
	745235P54	
	745235P62	
	745235P70	
	745235P88	
SERIES T	745235Q20	
SERIES U	745235R37	
	745235S51	
	745235R45	
	745235R52	
	745235R60	
	745235R78	
	745235R86	
	745235R94	
	745235S28	
	745235S36	
	745235S44	
	745235S69	

ERS BONDS

BOND SERIES	CUSIP	LOOKBACK PERIOD
SERIES A	29216MAC4	May 21, 2013 - May 21, 2017
	29216MAF7	
	29216MAG5	
	29216MAH3	
	29216MAJ9	
	29216MAK6	
	29216MAL4	
	29216MAD2	
	29216MAM2	
	29216MAN0	
	29216MAP5	
	29216MAQ3	
	29216MAE0	
SERIES B	29216MBA7	
	29216MBB5	
	29216MBC3	

	29216MBD1	
	29216MBE9	
	29216MBF6	
	29216MBG4	
	29216MBH2	
	29216MBJ8	
SERIES C	29216MBL3	
	29216MBN9	
	29216MBP4	